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Commonwealth of Kentucky

Department of State



Office of Secretary of State

THELMA L. STOVALL, SECRETARY

DOMESTIC CORPORATION DEPARTMENT

NON-STOCK CORPORATION

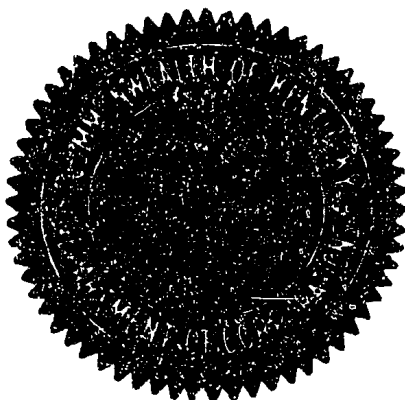
I, THELMA L. STOVALL, Secretary of the State of Kentucky, hereby certify that Articles of Incorporation of the

PLAINVIEW RESIDENTS' ASSOCIATION, INC.

Louisville, Kentucky

has this day been filed in my office.

It appearing from said Articles of Incorporation that the said Corporation has no capital stock, and no private pecuniary profit is to be derived therefrom, the said Corporation is not required by law to pay a tax on organization; and it further appearing that the aforesaid Corporation has complied with all the requirements of the law, this certificate is issued as evidence of the fact that the said Corporation is now authorized and empowered to do business in this State under its charter, subject to the restrictions imposed by the statutes of Kentucky.



Given under my hand as Secretary of State,
this 31st day of July 19 72

Thelma L. Stovall
Secretary of State

Assistant Secretary of State

SECRETARY OF STATE

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Commonwealth of Kentucky

ARTICLES OF INCORPORATION

PLAINVIEW RESIDENTS' ASSOCIATION, INC.

1. Name. The Corporation's name shall be PLAINVIEW RESIDENTS' ASSOCIATION, INC.

2. Duration. The Corporation's duration shall be perpetual.

3. Definitions. As used in these Articles of Incorporation the following terms shall have the following meanings:

(a) "Plainview Corporation" shall mean Plainview Farms Development Corporation, and shall include any person, corporation or association to which it may expressly assign its rights, or any of them, from time to time under these Articles of Incorporation.

(b) "Plainview Subdivision" shall mean the property owned by Plainview Corporation described in three deeds, which are recorded in the Jefferson County, Kentucky, County Court Clerk's office on December 23, 1971, in Deed Book 4482, at pages 58, 79 and 102.

(c) "Declaration of Restrictions" shall mean any Declaration of Restrictions, as amended from time to time, affecting any portion of Plainview Subdivision.

(d) "Residential Unit" shall mean each single family residential lot, condominium apartment or similar property, the owner of which is a member of the Corporation pursuant to any Declaration of Restrictions.

4. Purposes. The Corporation is organized under the Kentucky Nonprofit Corporation Act and the purposes and objects for which and for any of which the Corporation is formed are as follows:

(a) To promote the social welfare and serve the common good and general welfare of the members of the Corporation and to construct, operate, maintain and repair any common structure, facility, way or ground, whether owned by the Corporation or not, within Plainview Subdivision.

(b) Notwithstanding the generality of the foregoing, the Corporation shall not (1) devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda

or otherwise, or (2) directly or indirectly participate in, intervene in (including the publishing or distributing of statements), any political campaign on behalf or in opposition to any candidate for public office.

5. Powers. In addition to all other powers the Corporation may have pursuant to the Kentucky Nonprofit Corporation Act, the Corporation shall have the powers to:

(a) Exercise and enforce any right or privilege assigned to it under any Declaration of Restrictions; and

(b) Assess, levy and collect assessments against each Residential Unit and against members of the Corporation as provided in any Declaration of Restrictions.

6. Internal Affairs. Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The membership of the Corporation shall consist of the members designated from time to time in Declarations of Restrictions, and such members shall be classified as follows:

(1) Class A membership shall consist of all members other than Plainview Corporation.

(2) Class B membership shall consist of Plainview Corporation.

(b) Each member shall have one vote in respect of each Residential Unit owned by such member, but the right of Class A members to vote may be exercised only in accordance with subparagraph 6(c).

(c) Class A members shall not be entitled to exercise any vote until the earlier of

(1) December 31, 1979, or

(2) Such time as in the sole determination of Plainview Corporation it owns less than ten per cent of all single family residential lots, condominium apartments and similar property shown on the "Master Plan of Plainview Farm" (approved as the preliminary subdivision plan by the Louisville and Jefferson County Planning Commission in docket number 10-50-66) as that Master Plan may be amended at the time the determination is made.

(d) Nothing in these Articles of Incorporation shall limit the right of Plainview Corporation to alter in any way said master plan - preliminary subdivision plan at any time and from time to time.

(e) No part of the Corporation's net earnings shall inure to the benefit of any individual or any shareholder of the Corporation.

(f) Upon the dissolution or final liquidation of the Corporation any remaining assets of the Corporation shall be distributed to one or more organizations, designated by the Board of Directors at that time, to be used in such manner as in the judgment of the Board of Directors will best accomplish the general purposes of the Corporation. Each of such organizations shall be exempt from federal tax under § 501(c)(3), § 501(c)(4) or § 501(c)(7) of the Internal Revenue Code of 1954, as amended, or under corresponding legislation if the Internal Revenue Code of 1954 is not then in effect.

7. Office and Agent. The address of the Corporation's initial Registered Office shall be P. O. Box 7781, 607 Hurstbourne Lane, Louisville, Kentucky, 40207, and the name of its initial Registered Agent at such address shall be A. Thomas Sturgeon, Jr.

8. Board of Directors. The number of directors constituting the Corporation's initial Board of Directors shall be three, and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Samuel G. Miller	P. O. Box 7781, 607 Hurstbourne Lane, Louisville, Kentucky 40207
Richard D. Thurman	P. O. Box 7781, 607 Hurstbourne Lane, Louisville, Kentucky 40207
A. Thomas Sturgeon, Jr.	P. O. Box 7781, 607 Hurstbourne Lane, Louisville, Kentucky 40207

9. Incorporator. The name and address of the sole incorporator is A. Thomas Sturgeon, Jr., P. O. Box 7781, 607 Hurstbourne Lane, Louisville, Kentucky 40207.

IN WITNESS WHEREOF, the incorporator has signed triplicate

originals of these Articles of Incorporation on July 21, 1972,
1972.

A. Thomas Sturgeon
A. Thomas Sturgeon, Jr.

STATE OF KENTUCKY)
COUNTY OF JEFFERSON) SS.

The foregoing instrument was acknowledged before me by
A. Thomas Sturgeon, Jr., on July 21, 1972.

My commission expires: October 31 1972

Mark B. Davis, Jr.
Notary Public Jefferson County,
Kentucky

This instrument prepared by
Mark B. Davis, Jr.
BROWN, TODD & HEYBURN
1600 Citizens Plaza
Louisville, Kentucky 40202

ORIGINAL COPY.
FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

JUL 31 1972

Mark B. Davis, Jr.

Thelma L. Stovace
SECRETARY OF STATE
BY Thelma L. Stovace
ASSOCIATE SECRETARY OF STATE